

Hearing Date: September 24, 2010
Hearing Time: 10:00 a.m. (prevailing Eastern time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DPH HOLDINGS CORP., <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Reorganized Debtors. | : | (Jointly Administered) |
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**REORGANIZED DEBTORS' STATEMENT OF DISPUTED ISSUES WITH RESPECT TO
PROOFS OF ADMINISTRATIVE EXPENSE CLAIM NUMBERS 18743 AND 20052
(GENPACT INTERNATIONAL, INC. AND GENPACT INTERNATIONAL, LLC)**

**("STATEMENT OF DISPUTED ISSUES –
GENPACT INTERNATIONAL, INC. AND GENPACT INTERNATIONAL, LLC")**

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), hereby submit this Statement Of Disputed Issues With Respect To Proofs Of Administrative Expense Claim Numbers 18743 And 20052, filed by Genpact International, Inc. And Genpact International, LLC, respectively (the "Statement Of Disputed Issues") and respectfully represent as follows:

Background

1. On October 8 and 14, 2005 (the "Petition Dates"), Delphi Corporation ("Delphi") and certain of its affiliates (collectively, the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended.
2. On July 13, 2009, Genpact International, Inc. ("Genpact Inc.") filed proof of administrative expense claim number 18743 ("Claim 18743") against Delphi asserting an administrative expense claim in the amount of \$6,600,160.00 stemming from certain services provided by Genpact Inc.
3. On October 30, 2009, Genpact International, LLC ("Genpact LLC," together with Genpact Inc., "Genpact" or the Claimants) filed proof of administrative expense claim number 20052 ("Claim 20052," together with Claim 18743, the "Claims") against Delphi asserting an administrative expense claim in the amount of \$6,831,514.00 stemming from certain services provided by Genpact.
4. On January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests,

(E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

5. On February 16, 2010, Genpact filed the Response Of Genpact International, LLC To Debtors' Forty-Third Omnibus Claims Objection Claim No. 18743 (Docket No. 19428) (the "First Response").

6. On February 16, 2010, Genpact filed the Response Of Genpact International, LLC To Debtors' Forty-Third Omnibus Claims Objection Claim No. 20052 (Docket No. 19429) (the "Second Response," and together with the First Response, the "Responses").

7. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively. Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6

8. On August 17, 2010, the Reorganized Debtors filed the Notice Of Claims Objection Hearing With Respect To Reorganized Debtors' Objection To Proofs Of Administrative Expense Claim Numbers 18743 And 20052 (Docket No. 20507) scheduling an evidentiary hearing on the merits of the Claims for October 21, 2010, at 10:00 a.m. (prevailing Eastern time) in this Court.

Disputed Issues

A. Delphi Does Not Owe Genpact The Amounts Asserted In The Claims

9. The Reorganized Debtors have reviewed the information attached to the Claims and the Responses and dispute that any remaining unpaid amounts asserted in the Claims are the responsibility of the Debtors or the Reorganized Debtors.

10. Based on discussions with Genpact, the Reorganized Debtors believe that any amounts owed by the Debtors or the Reorganized Debtors have been satisfied in full. The Reorganized Debtors believe that approximately \$10,000 of the amounts asserted in the Claims remain unpaid. These unpaid amounts, however, are (i) asserted against non-Debtor entities and (ii) arose after October 6, 2009, and therefore, not the responsibility of the Debtors or the Reorganized Debtors. Accordingly, the Reorganized Debtors believe that each of the Claims should be disallowed and expunged in its entirety.

Reservation Of Rights

11. This Statement Of Disputed Issues is submitted by the Reorganized Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"), as

applicable under the Order Pursuant To 11 U.S.C. §§ 105(a) and 503(b) Authorizing Debtors To Apply Claims Objection Procedures To Address Contested Administrative Expense Claims (Docket No. 18998) (the "Administrative Claims Objection Procedures Order"). Consistent with the provisions of the Claims Objection Procedures Order, the Reorganized Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Reorganized Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claim and (b) the Reorganized Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim.

WHEREFORE the Reorganized Debtors respectfully request that this Court enter an order (a) disallowing and expunging the Claims in their entirety and (b) granting the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York
August 24, 2010

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